

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11**
: **GENERAL MOTORS CORP., et al.,** : **Case No. 09-50026 (REG)**
: **Debtors.** : **(Jointly Administered)**
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**PARTIAL WITHDRAWAL OF LIMITED OBJECTION
BY THE HERTZ CORPORATION AND ITS AFFILIATES**

The Hertz Corporation and its affiliates (“**Hertz**”) hereby withdraw the *Limited Objection of The Hertz Corporation to Notices of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts and (II) Cure Amounts Related Thereto*, filed on June 15, 2009 (the “**Limited Objection**,” docket no. 975), insofar as the seven notices referenced in Hertz’s Limited Objection, each titled a *Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto*, and each dated June 5, 2009, relate to any contract referenced in **Schedule A** attached hereto. Reference is made to the *Stipulation and Agreed Order Among the Debtors and The Hertz Corporation for Assumption and Assignment of Executory Contracts*, so-ordered by the court on July 7, 2009 (docket no. 2997).

Dated: New York, New York
July 7, 2009

By: /s/ Richard F. Hahn
Richard F. Hahn
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, New York 10022
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**Attorney for The Hertz Corporation
and its affiliates**

Schedule A – Model Year Contracts

Agreement between The Hertz Corporation and Participating Hertz Licensees, (collectively, “Hertz”), and General Motors (“GM”) regarding Hertz’s purchase or lease of GM vehicles for model year 2007, in a letter from General Motors to The Hertz Corporation dated and signed by General Motors on July 21, 2006, and acknowledged and agreed by The Hertz Corporation on November 3, 2006, including all schedules, exhibits, appendices and other attachments.

Agreement between The Hertz Corporation and Participating Hertz Licensees, collectively referred to as (“Hertz”), and General Motors (“GM”) regarding Hertz’s purchase or lease of GM vehicles for model year 2008 under the 2008MY Daily Rental Purchase Program, the 2008MY National Fleet Purchase Program, and other incentives available to Hertz, as well as the applicable terms and conditions, in a letter from General Motors to The Hertz Corporation dated and signed by General Motors on April 1, 2008, and acknowledged and agreed by The Hertz Corporation on June 6, 2008, including all schedules, exhibits, appendices and other attachments.

Agreement between The Hertz Corporation and Participating Hertz Licensees, collectively referred to as (“Hertz”), and General Motors (“GM”) regarding Hertz’s purchase or lease of GM vehicles for model year 2009, under the 2009MY Daily Rental Purchase Program, the 2009MY National Fleet Purchase Program, and other incentives available to Hertz, as well as the applicable terms and conditions in a letter from General Motors to The Hertz Corporation dated and signed by General Motors on December 1, 2008, and acknowledged and agreed by The Hertz Corporation on December 18, 2008, including all schedules, exhibits, appendices and other attachments.

The Assignment Agreement, dated as of March 16, 2007, made among The Hertz Corporation (“Hertz”), Hertz General Interest LLC, a Delaware limited liability company (“HGI”), Hertz Vehicle Financing LLC, a Delaware limited liability company (“HVF”), Hertz Vehicles LLC, a Delaware limited liability company (“Hertz Vehicles”) and The Bank of New York Mellon Trust Company, N.A. successor to BNY Midwest Trust Company, as collateral agent (the “Collateral Agent”) and trustee (the “Trustee”), as so acknowledged, consented to and agreed to by General Motors Corporation, a Delaware Corporation (the “Manufacturer”) including all schedules, exhibits, appendices and other attachments.

The Assignment Agreement, dated as of March 25, 2008, made among The Hertz Corporation (“Hertz”), Hertz General Interest LLC, a Delaware limited liability company (“HGI”), Hertz Vehicle Financing LLC, a Delaware limited liability company (“HVF”), Hertz Vehicles LLC, a Delaware limited liability company (“Hertz Vehicles”) and The Bank of New York Mellon Trust Company, N.A. successor to BNY Midwest Trust Company, as collateral agent (the “Collateral Agent”) and trustee (the “Trustee”), as so acknowledged, consented to and agreed to by General Motors Corporation, a Delaware Corporation (the “Manufacturer”) including all schedules, exhibits, appendices and other attachments.

The Assignment Agreement, dated as of March 18, 2009, made among The Hertz Corporation (“Hertz”), Hertz General Interest LLC, a Delaware limited liability company (“HGI”), Hertz Vehicle Financing LLC, a Delaware limited liability company (“HVF”), Hertz Vehicles LLC, a Delaware limited liability company (“Hertz Vehicles”) and The Bank of New York Mellon Trust Company, N.A. successor to BNY Midwest Trust Company, as collateral agent (the “Collateral Agent”) and trustee (the “Trustee”), as so acknowledged, consented to and agreed to by General Motors Corporation, a Delaware Corporation (the “Manufacturer”) including all schedules, exhibits, appendices and other attachments.